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Attorneys for Defendants
PIXAR and LUCASFILM LTD.

UNITED STATES DISTRICT COURT

FOR THE NORTHERN DISTRICT OF CALIFORNIA

IN RE HIGH-TECH EMPLOYEE
ANTITRUST LITIGATION

Case No.: C 11-CV-2509-LHK

THIS DOCUMENT RELATES TO:

ALL ACTIONS

**DECLARATION OF JAMES M.
KENNEDY SUBMITTED IN
SUPPORT OF (1) PIXAR AND
LUCASFILM'S JOINT RESPONSE
TO NON-SETTLING
DEFENDANTS'
ADMINISTRATIVE MOTION TO
FILE UNDER SEAL AND (2)
DEFENDANTS' JOINT RESPONSE
TO PLAINTIFFS'
ADMINISTRATIVE MOTION TO
FILE UNDER SEAL**

DECLARATION OF JAMES M. KENNEDY SUBMITTED IN
SUPPORT OF (1) PIXAR AND LUCASFILM'S JOINT
RESPONSE TO NON-SETTLING DEFENDANTS'
ADMINISTRATIVE MOTION TO FILE UNDER SEAL AND
(2) DEFENDANTS' JOINT RESPONSE TO PLAINTIFFS'
ADMINISTRATIVE MOTION TO FILE UNDER SEAL
Case No.: C 11-CV-2509-LHK

DECLARATION OF JAMES M. KENNEDY

I, James M. Kennedy, declare as follows:

1. I am the Senior Vice President, Business Strategy and Chief Legal Counsel for Pixar, and I am an attorney licensed to practice law in the State of California. The matters set forth herein are true and correct of my own personal knowledge and information provided to me. If called as a witness, I could and would testify competently thereto.

2. I submit this declaration pursuant to Civil Local Rule 79-5 and this Court's Standing Order with respect to documents that the parties request be maintained under seal. *See* Pixar and Lucasfilm's Joint Response to Non-Settling Defendants' Administrative Motion to File Under Seal ("Pixar and Lucasfilm's Joint Response"), and Defendants' Joint Response to Plaintiffs' Administrative Motion to File Under Seal, both to be filed on January 13, 2014. Pixar requests that certain information designated as confidential by Pixar and lodged under seal be sealed pursuant to Civil Local Rule 79-5. In particular, Pixar requests that the Court maintain under seal portions of the Expert Report of Lauren Stiroh ("Stiroh Report"), which was filed in connection with Non-Settling Defendants' Motion To Exclude the Expert Testimony of Edward E. Leamer, Ph.D.; and portions of the Expert Report of Elizabeth Becker, Ph.D. ("Becker Report"), and Attachment 3 thereto, which was filed in connection with Plaintiffs' Motion To Exclude the Expert Testimony Proffered by Defendants. A public version of the Stiroh Report was filed on January 10, 2014. In the public version, the parties redacted those portions that refer to the contents of Pixar's confidential information.

3. I have reviewed the Stiroh and Becker Reports. Good cause exists to file under seal portions of lines 2 and 4 of paragraph 77 of the Stiroh Report, portions of lines 4 and 6 of paragraph 92 and of lines 5 and 6 of footnote 95 of the Becker Report, and Pixar-specific portions of pages 136-144 of Attachment 3 to the Becker Report. The information reflects highly confidential and competitively sensitive information regarding Pixar's compensation structure, benchmarking targets, and specific salary levels for particular job titles. Disclosure would create a substantial risk of serious competitive harm to Pixar because its competitors

1 would gain detailed insight into Pixar's competitive and proprietary compensation practices,
2 including specific salary levels for particular job titles. Pixar would be placed at a significant
3 competitive disadvantage with respect to its compensation strategies and would therefore be
4 prejudiced if the information were made available to the general public.

5 4. I declare under penalty of perjury under the laws of the State of California and
6 the United States that the foregoing is true and correct.

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8 Executed on January 13, 2014, in Haverhill, MA.

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